

Interstate Commerce Commission  
Washington, D.C.

Gentlemen:

Enclosed for recordation under the provisions of the Interstate Commerce Commission  
USC 11303(a) are the original and three counterparts of a Termination Agreement dated as of January 1, 1981 terminating rights granted under an Equipment Lease given Recordation Number 12702 and recorded at 12:50 P.M. on December 31, 1980.

A general description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Lessor under the  
Lease and Party  
Hereto:

Seventeenth HFC Leasing Corporation  
2700 Sanders Road  
Prospect Heights, Illinois 60070

Lessee under the  
Lease and Party  
Hereto:

Illinois Central Gulf Railroad Company  
Two Illinois Center  
233 North Michigan Avenue  
Chicago, Illinois 60601

The undersigned is the Lessor mentioned in the enclosed document and has knowledge of the matters set forth therein.

Please return the original and two copies of the Termination Agreement to James Markey, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$10.00 covering the required recording fee.

Very truly yours,

SEVENTEENTH HFC LEASING CORPORATION

By

Its

LESSOR AS AFORESAID

Enclosures

DESCRIPTION OF ITEMS OF EQUIPMENT

Description of Equipment:

3 Rebuilt GP-11 Diesel  
Electric Locomotives  
Marked and Numbered ICG  
8751 through ICG 8753,  
inclusive.

16 Rebuilt SW-14 Diesel  
Electric Locomotives  
Marked and Numbered  
ICG 1449 through ICG  
1464, inclusive.

2 Rebuilt GP-26 Diesel  
Electric Locomotives  
Marked and Numbered  
ICG 2601 and ICG 2602.

TERMINATION AGREEMENT

FEB 10 1981 - 11 02 AM

## INTERSTATE COMMERCE COMMISSION

This Agreement dated as of January 1, 1981, by and between Seventeenth HFC Leasing Corporation (hereinafter "HFC") and Illinois Central Gulf Railroad Company (the "Railroad");

W I T N E S S E T H:

WHEREAS, HFC, as lessor, and the Railroad, as lessee, heretofore executed and delivered an Equipment Lease dated as of December 1, 1980 (the "Temporary Lease"), and filed and recorded the Temporary Lease with the Interstate Commerce Commission at 12:50 P.M. on December 31, 1980 under Recordation No. 12702 under the terms of which HFC agreed to lease to the Railroad and the latter agreed to hire from HFC certain used railroad locomotives described below for the terms and at the rental specified in the Lease; and

WHEREAS, none of the said locomotives described in Schedule A attached hereto and made a part hereof and all accessories, parts and other property then or thereafter affixed to said locomotives or used in connection therewith and all proceeds of the foregoing have been accepted under the Temporary Lease; and

WHEREAS, The Connecticut Bank and Trust Company, as trustee, is at the authorization and direction of HFC concurrently herewith entering into an Equipment Lease dated as of January 1, 1981 with the Railroad which will serve to replace the leasing arrangement originally evidenced by the Temporary Lease;


NOW, THEREFORE, in consideration of the mutual promises of HFC and the Railroad and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, HFC and the Railroad hereby agree that the Temporary Lease and HFC's and the Railroad's right, title, interest, duties and obligations thereunder are hereby terminated.

IN WITNESS WHEREOF, the Railroad and HFC have executed this Agreement as of the date first above written.

SEVENTEENTH HFC LEASING CORPORATION

ATTEST:

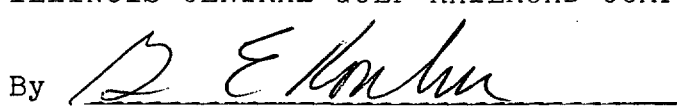
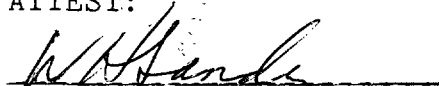
By

  
Authorized Officer

ILLINOIS CENTRAL GULF RAILROAD COMPANY

ATTEST:

By

  
Authorized Officer  
ASSISTANT SECRETARY

STATE OF ILLINOIS     )  
                              ) SS  
COUNTY OF COOK        )

On this 4th day of February, 1981, before me personally appeared Dwight S. Beackott, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of SEVENTEENTH HFC LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Barbara K. Parks  
Notary Public

[NOTARIAL SEAL]

My commission expires:

**My Commission Expires Feb. 20, 1984**

STATE OF ILLINOIS     )  
                              ) SS  
COUNTY OF COOK        )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1981, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of ILLINOIS CENTRAL GULF RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My commission expires:

STATE OF ILLINOIS     )  
                              ) SS  
COUNTY OF COOK        )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1981, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of SEVENTEENTH HFC LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My commission expires:

STATE OF ILLINOIS     )  
                              ) SS  
COUNTY OF COOK        )

On this 4th day of February, 1981, before me personally appeared D. E. Runkers, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of ILLINOIS CENTRAL GULF RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Virginia N. Shanahan  
Notary Public

[NOTARIAL SEAL]

My commission expires:

May 4, 1984

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Description of Equipment:

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